

**BYLAWS
OF
THE CABBAGE PATCH SETTLEMENT HOUSE,
INCORPORATED**

ARTICLE I

The name of this Corporation is The Cabbage Patch Settlement House, Incorporated.

ARTICLE II

Mission and Guiding Principles

The Cabbage Patch Settlement House, Incorporated is a non-profit, Christian organization that exists to empower families and children to be self-sufficient by helping them maximize their spiritual, social, emotional, physical, moral, economic and educational potential. Its Guiding Principles are:

- To seek first the Kingdom of God and embody the presence of Christ in all of our actions and interactions, so that others will be drawn to Christ.
- To hold foremost the potential of each individual, to celebrate what they have overcome and to foster a vision of what they might yet become.
- To promote responsible stewardship of the resources and talents entrusted to us.
- To respect the dignity and privacy of the members of our community.
- To enrich the lives of everyone we touch.
- To foster open, honest and effective communication both inside and outside the organization.
- To stay true to the mission of The Cabbage Patch.
- To value the inherent worth of each individual as a child of God deserving of our best efforts.
- To empower the members of our community to achieve their individual potential.
- To promote the pre-eminence of relationships in changing lives.
- To balance an appreciation of our talents with a humble spirit.

ARTICLE III

Board of Directors

Section 1 – Directors

- A. The Board of Directors, consisting of not less than eighteen members and no more than thirty-five members, shall govern the affairs of the Corporation.

Section 2 – Election of Directors

- A. At least one week prior to a regular meeting of the Board of Directors, the Board Development Committee shall submit to the Board a slate of candidates for election to the membership on the Board. The slate of candidates shall be nominated and voted upon at the following regular meeting of the Board. Directors shall be elected by a majority vote.
- B. Members of the Board of Directors shall be elected to serve for three years and their term of office shall begin on January 1st.
- C. A person may be re-elected to a second three year term. At the end of the second term a year shall elapse before that person may serve on the Board again.
- D. The term of any Director who holds an elected office shall be extended to enable such Director to fulfill the term of the elected office and the term of any Director holding the office of President shall be extended to enable such Director to serve for one year as Immediate Past President.
- E. Any of the Corporation's Directors may be removed from office by a majority vote whenever, in those Directors' judgment, the best interests of the Corporation will be served thereby.

Section 3 – Additions to the Board of Directors

- A. Additional members within the authorized limit of the Board of Directors may be elected at any meeting at which the Board Development Committee has submitted the names of candidates for such election at least one week in advance. The term of office of each member shall expire December 31 of the year specified by the Board Development Committee. A member who serves a term of less than one year shall be eligible for re-election to two consecutive three-year terms. A member who serves a term of one year or longer shall be eligible for re-election to a second term of three years, after which a year shall elapse before that person may serve on the Board again.

Section 4 – Vacancies

- A. Vacancies on the Board of Directors occurring by resignation, inability to serve or other reasons may be filled by candidates submitted by the Board Development Committee at least one week prior to a regular meeting of the Board of Directors. Length of service shall be the same as specified in Article III – Section 3A.

Section 5 – Meetings

- A. Regular meetings of the Board of Directors shall be held at least six times each year, at the time and place to be determined by the Board.
- B. Each member of the Board of Directors shall strive to attend at least seventy percent (70%) of the regular meetings of the Board each year.
- C. At the regular meeting designated by the President, which shall be known as the annual meeting, the Board of Directors shall elect officers and transact other business that may arise. Special meetings of the Board of Directors may be held upon the call of the President and shall be held upon the written request of at least three members of the Board. The purpose of any such special meeting shall be stated in the call and at least five days notice shall be given.
- D. Written notice of all Board meetings shall be emailed, mailed by first-class mail or delivered to each Director not less than five days before the date of the meeting, which notice shall, in the case of special meetings, state the nature of the business to be taken up at the meeting.
- E. Waiver of notice of any meeting of the Directors or any action of the Directors by unanimous written consent shall be valid if executed as required by Chapter 273 of the Kentucky Revised Statutes.
- F. A Director may participate in a meeting of the Directors and committees by means of conference telephone or similar communication equipment by which all persons participating in the meeting may hear each other. Participation in a meeting of the Directors pursuant to this Section shall constitute presence in person at the meeting.
- G. For all meetings of the Board of Directors (other than for action taken by unanimous written consent), a quorum shall be a simple majority of the Directors then serving, who shall be present in person or by conference call. The resolution or action of a simple majority of the Directors present at a meeting at which a quorum is present shall be a valid resolution or action of the Directors, unless otherwise provided in the Articles of Incorporation or these Bylaws.

Section 6 – Board Member Emeritus

- A. The Board Development Committee may from time to time submit the names of candidates of the Board of Directors for election to the status of Board Member Emeritus. To be eligible for this status, candidates shall have distinguished themselves as exceptionally committed to the mission and work of The Cabbage

Patch; shall have previously served at least one full term as Director; and, shall not have served as an active Director for at least three years preceding nomination for this status.

- B. Each Board Member Emeritus shall be welcome to attend all meetings and functions of the Board of Directors as a non-voting participant with privileges of the floor.
- C. Each Board Member Emeritus will be encouraged to serve on one committee or sub-committee.
- D. Board Member Emeritus status shall be conferred for life, subject to revocation at any time, by a majority vote of the Board of Directors whenever in those Directors' judgment the best interests of the Corporation will be served thereby.
- E. The number of individuals enjoying Board Member Emeritus status at any one time shall not exceed five.

ARTICLE IV

Executive Committee

Section 1 – Composition

- A. The Executive Committee shall be composed of the President, the President-Elect or the Immediate Past President, the Secretary, and the Treasurer.

Section 2 – Meetings

- A. The Executive Committee shall meet upon the call of the President to transact necessary business arising between the meetings of the Board of Directors and shall make a report of any such meetings at the next meeting of the Board of Directors. A majority of the Executive Committee Members shall constitute a quorum.

Section 3 – Authority of Executive Committee

- A. The Executive Committee shall have and may exercise all the authority of the Board of Directors, except that it shall not have the authority of the Board in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of the Executive Committee or any Director or Officer of the Corporation; amending or restating Articles of Incorporation, adopting a plan of merger or consolidation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor; adopting a plan for the distribution of assets of the Corporation; or amending, altering or repealing any resolution of the Board of Directors, which by its terms

provides that it shall not be amended, altered or repealed by the Executive Committee.

ARTICLE V

Officers

Section 1 – Officers

- A. The officers of the Corporation shall be a President, an Executive Director, a President-Elect, an Immediate Past President, a Secretary, a Treasurer, and such other officers as the Board may deem proper.

Section 2 – Nomination and Election

- A. At the regular meeting of the Board of Directors in which the slate of candidates is nominated, additional nominations may be made from the floor. All candidates will be voted on for election to office at that meeting.
- B. The officers shall be elected by majority vote. The officers, except the President, shall serve for one-year terms. The President shall serve for two years as President and one year as Immediate Past President. The President-Elect shall be elected at the commencement of the second year of the President's term.
- C. Any of the Corporation's officers may be removed from office by a majority vote whenever, in those Directors' judgment, the best interests of the Corporation will be served thereby.

Section 3 – Duties

- A. The President shall:
1. Be the chief executive officer of the Corporation;
 2. Preside at all meetings of the Board of Directors and the Executive Committee;
 3. Act as liaison between the Board of Directors and the Executive Committee;
 4. Appoint all Committees;
 5. Sign necessary documents along with the Secretary; and
 6. Perform such other duties as usually pertain to the office.
- B. The Executive Director shall:
1. Be the chief operating officer and general manager of the corporation, subject to the policies and procedures established by the Board of Directors;

2. See that all orders and resolutions of the Board or Directors are carried out;
 3. Sign necessary documents; and
 4. Perform such other duties as usually pertain to the office.
- C. The Immediate Past-President (or the President-Elect) shall:
1. In the absence of the President, during the first year of the President's term, the Immediate Past President shall perform all the duties of and exercise the powers of the President, and during the second year of the President's term the President-Elect shall perform such duties and exercise such powers.
- C. The Secretary shall:
1. Sign necessary documents along with the President;
 2. Maintain the minutes of the Executive Committee and the Board of Directors;
 3. Conduct the general correspondence of the Corporation at the direction of the Board of Directors; and
 4. Perform such other duties as usually pertain to the office.
- E. The Treasurer shall:
1. Represent the Board of Directors in exercising general supervision over the fiscal operations of the Corporation;
 2. Keep informed regarding the Corporation's cash flow, its operating position in relation to the budget and the balance in the various accounts;
 3. Make a financial report at regular meetings of the Board of Directors;
 4. Work with the Executive Director to provide fiscal and operating data requested by the Finance and Budget Committee in connection with its duties; and
 5. Perform such other duties as usually pertain to the office.

Section 4 – Vacancies

- A. All vacancies in office shall be filled for the unexpired portion of their term by the Board of Directors from a list of candidates submitted by the Board Development Committee at least one week prior to a regular or special meeting of the Board of Directors.

ARTICLE VI

Committees

- Section 1 - The President shall appoint all committees except the Executive Committee and be a member ex-officio of all standing and special

committees. Membership on Committees is not limited to Board Members.

Section 2 - There shall be the following standing committees: Buildings & Grounds, Finance, Fundraising, Board Development, PR/Marketing, Human Resources, and Program Support.

Section 3 - Special committees may be created from time to time as the Board of Directors and/or the President deem necessary.

ARTICLE VII

Fiscal Year

The Fiscal Year of the Corporation shall begin on the first day of May and end on the last day of April each year.

ARTICLE VIII

Amendment

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority vote at any regular meeting or at any special meeting of the Board of Directors, if at least five days' notice, as provided in Article III – Section 5G above, is given of the intention to alter, amend or adopt new Bylaws at such meeting.

Adopted 3/25, 2009.